

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gap (Apparel) Inc.		01/31/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Gap (Apparel), LLC
Street Address:	2 Folsom Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	Limited Liability Company: UNITED STATES

PROPERTY NUMBERS Total: 199

Property Type	Number	Word Mark
Serial Number:	78262065	100% BODY CARE
Serial Number:	75427580	100% COLOR
Serial Number:	75491099	1969
Serial Number:	75097822	ACTIVE COMPLEX
Serial Number:	74036983	BABY GAP
Serial Number:	74036987	BABY GAP
Serial Number:	74417035	BABY GAP
Serial Number:	76014968	BABY GAP
Serial Number:	76037687	BABY GAP
Serial Number:	78150427	BABY GAP
Serial Number:	78154556	BABY GAP
Serial Number:	78158140	BABY GAP
Serial Number:	78162665	BABY GAP
Serial Number:	78162669	BABY GAP
Serial Number:	74244014	BABY GAP

CH \$4990.00 78262065

Serial Number:	74801478	BABY GAP
Serial Number:	76014969	BABY GAP
Serial Number:	76037686	BABY GAP
Serial Number:	76014970	BABY GAP
Serial Number:	76037685	BABY GAP
Serial Number:	74244760	BABY GAP
Serial Number:	74801477	BABYGAP
Serial Number:	76014971	BABY GAP
Serial Number:	76037684	BABY GAP
Serial Number:	75339086	BABY GAP
Serial Number:	75355562	BABYGAP.COM
Serial Number:	78059217	BABYGAP.COM
Serial Number:	73740300	BEST BASICS
Serial Number:	75285200	BLUE NO. 655
Serial Number:	75285502	BLUE NO. 655
Serial Number:	75285504	B L U E N O . 6 5 5
Serial Number:	75285511	B L U E N O . 6 5 5
Serial Number:	78086623	BORN GIFTED
Serial Number:	74299158	CLOSE
Serial Number:	76110248	CLOSE
Serial Number:	78358119	CLOSER
Serial Number:	78358336	CLOSER GAP
Serial Number:	78202088	COOL GROOVE
Serial Number:	78202137	COSMIC GROOVE
Serial Number:	74577400	DAY
Serial Number:	76206162	DREAM
Serial Number:	76206163	DREAM
Serial Number:	78292813	DREAM MORE
Serial Number:	78324670	DREAM MORE
Serial Number:	75186145	EVERY V-NECK ... ONLY GAP
Serial Number:	76014973	E-WAIST
Serial Number:	78067779	FAVORITE T
Serial Number:	74225879	FOR EVERY GENERATION
Serial Number:	78112637	G
Serial Number:	73126525	GAP

Serial Number:	73580465	GAP
Serial Number:	74165638	GAP
Serial Number:	74473845	GAP
Serial Number:	74510023	GAP
Serial Number:	74682387	GAP
Serial Number:	75001203	GAP
Serial Number:	75106137	GAP
Serial Number:	75333289	GAP
Serial Number:	75756945	GAP
Serial Number:	75975336	GAP
Serial Number:	76079985	GAP
Serial Number:	76206154	GAP
Serial Number:	76206158	GAP
Serial Number:	76206165	GAP
Serial Number:	76206166	GAP
Serial Number:	76350836	GAP
Serial Number:	78055495	GAP
Serial Number:	78059201	GAP
Serial Number:	78059262	GAP
Serial Number:	78078266	GAP
Serial Number:	78126492	GAP
Serial Number:	78136949	GAP
Serial Number:	78171223	GAP
Serial Number:	78188199	GAP
Serial Number:	78193583	GAP
Serial Number:	76037689	GAP
Serial Number:	76037691	GAP
Serial Number:	76037693	GAP
Serial Number:	76206164	GAP
Serial Number:	78129503	GAP
Serial Number:	78137004	GAP
Serial Number:	76037688	GAP
Serial Number:	76037690	GAP
Serial Number:	76037692	GAP
Serial Number:	78204191	GAP

Serial Number:	78204243	GAP
Serial Number:	74239382	GAP
Serial Number:	73801791	GAP
Serial Number:	74366974	GAP
Serial Number:	76205900	GAP
Serial Number:	76206087	GAP
Serial Number:	76206156	GAP
Serial Number:	76206157	GAP
Serial Number:	78149488	GAP
Serial Number:	78061307	GAP
Serial Number:	73126527	GAP
Serial Number:	78167203	GAP
Serial Number:	74557914	GAP ATHLETIC
Serial Number:	75285512	GAP BLUE NO. 655
Serial Number:	75756973	GAP BLUE NO.655
Serial Number:	76206159	GAP BODY
Serial Number:	76206161	GAP BODY
Serial Number:	78156536	GAP BODY
Serial Number:	75523301	GAP BODY
Serial Number:	78167317	GAP BODY
Serial Number:	76206160	GAP BODY
Serial Number:	78358125	GAP CLOSER
Serial Number:	78115814	GAP FACTORY STORE
Serial Number:	74350704	GAP FOUNDATION
Serial Number:	78279628	GAP
Serial Number:	73595317	GAP KIDS
Serial Number:	73816834	GAP KIDS
Serial Number:	74473843	GAP KIDS
Serial Number:	76014928	GAP KIDS
Serial Number:	76206084	GAP KIDS
Serial Number:	76206167	GAP KIDS
Serial Number:	78127642	GAP KIDS
Serial Number:	78129143	GAP KIDS
Serial Number:	78129195	GAP KIDS
Serial Number:	78143446	GAP KIDS

Serial Number:	78148023	GAP KIDS
Serial Number:	78150370	GAP KIDS
Serial Number:	74244015	GAP KIDS
Serial Number:	76014965	GAP KIDS
Serial Number:	78129051	GAP KIDS
Serial Number:	76014966	GAP KIDS
Serial Number:	76206086	GAP KIDS
Serial Number:	78059250	GAP KIDS
Serial Number:	78059274	GAP KIDS
Serial Number:	74244016	GAP KIDS
Serial Number:	76014967	GAP KIDS
Serial Number:	76206083	GAP KIDS
Serial Number:	73595266	GAP KIDS
Serial Number:	74685516	GAP OUTLET
Serial Number:	75019039	GAP SCENTS
Serial Number:	75113261	GAP.COM
Serial Number:	78059212	GAP.COM
Serial Number:	78161643	GAPBODY
Serial Number:	78161662	GAPBODY
Serial Number:	78156497	GAPCOLOR
Serial Number:	78156505	GAPCOLOR
Serial Number:	78061330	GAPCOLOR
Serial Number:	78157847	GAPGIRL
Serial Number:	78280202	GAPGIRL
Serial Number:	75304732	GAPKIDS.COM
Serial Number:	76206085	GAPKIDS.COM
Serial Number:	74181669	GAPSHARE
Serial Number:	75699035	GEEKTRONICA
Serial Number:	78086617	GIFTED
Serial Number:	78086621	GIVE YOUR GIFT
Serial Number:	78202104	GLAM GROOVE
Serial Number:	74541148	HEAVEN
Serial Number:	74707064	HEAVEN
Serial Number:	75975403	HEAVEN
Serial Number:	74540921	HEAVEN

Serial Number:	75351833	HOW EASY IS THIS?
Serial Number:	75603116	INDUSTRIAL STANDARD
Serial Number:	78057200	
Serial Number:	75319419	
Serial Number:	74589604	
Serial Number:	75186146	
Serial Number:	74577392	
Serial Number:	75143746	
Serial Number:	74577356	
Serial Number:	75038907	
Serial Number:	74588101	
Serial Number:	75093946	
Serial Number:	75124717	
Serial Number:	76230302	
Serial Number:	76230303	
Serial Number:	78115837	NINETEEN SIXTY-NINE
Serial Number:	76014972	NOT SOCKS
Serial Number:	75491842	OM
Serial Number:	75098270	PRO FLEECE
Serial Number:	73190161	
Serial Number:	78112455	SIMPLY WHITE
Serial Number:	76110294	SO PINK
Serial Number:	75288212	SOLID SCENT DREAM GAP
Serial Number:	75288220	SOLID SCENT GAP
Serial Number:	78060534	STORM BUSTER
Serial Number:	78238432	STRIKE A NEW CORD
Serial Number:	78238767	STRIKE A NEW CORD
Serial Number:	73393776	SUPERBLUE
Serial Number:	78153724	SUPERLASTIC
Serial Number:	75797758	THAT'S HOLIDAY
Serial Number:	72416889	THE GAP
Serial Number:	73031817	THE GAP
Serial Number:	72416927	THE GAP
Serial Number:	78167247	THE GAP
Serial Number:	73147472	THE GAP

Serial Number:	78167232	THE GAP
Serial Number:	78340365	TRULY DEVOTED
Serial Number:	75378911	VIRTUAL STYLE
Serial Number:	73679379	WORLD CLASSIC
Serial Number:	73771491	WORLD CLASSIC
Serial Number:	75093942	WORLD STANDARD
Serial Number:	78167503	WORLD STANDARD SAN FRANCISCO, CALIFORNIA
Serial Number:	73760844	WORLDWIDE
Serial Number:	76079984	YOU'RE IN CHARGE

CORRESPONDENCE DATA

Fax Number: (415)427-2166

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 415-427-5575

Email: cynthia_lee@gap.com

Correspondent Name: Julie Gruber

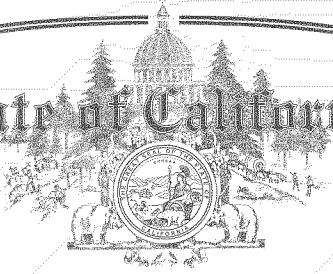
Address Line 1: 2 Folsom Street

Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Cynthia Lee
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Total Attachments: 2
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State of California



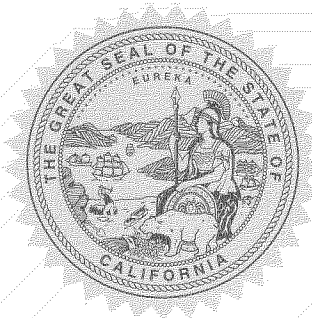
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 4 2004



Kevin Shelley
Secretary of State



State of California

Kevin Shelley
Secretary of State

200403410105
File #

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 31 2004

KEVIN SHELLEY
Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY
GAP (APPAREL) LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)
 ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)
License Intellectual Property

5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZIP CODE
2 Folsom Street San Francisco, CA 94105

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS
 AN INDIVIDUAL RESIDING IN CALIFORNIA.
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.
 Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

AGENT'S NAME _____

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CITY STATE ZIP CODE
_____ _____ CA _____

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY
GAP (APPAREL) INC.

9. FORM OF ENTITY 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY
Corporation California 2000084

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:

NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE	PERCENTAGE VOTE REQUIRED
Common - 100 shares outstanding	50.1%

ADDITIONAL INFORMATION

13. NUMBER OF PAGES ATTACHED, IF ANY: 0 THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.

14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Julie H. Kanberg
SIGNATURE OF AUTHORIZED PERSON

Thomas J. Lima
SIGNATURE OF AUTHORIZED PERSON

Julie H. Kanberg, President & COO
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Thomas J. Lima, Assistant Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

